

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: PROMESA
Title III
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3283-LTS
as representative of (Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO, *et al.*
Debtors.¹

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In re: PROMESA
Title III
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3566-LTS
as representative of (Jointly Administered)
THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,
Debtors.

**CONSENT URGENT MOTION OF CLAIMANTS FOR LEAVE
TO EXCEED PAGE LIMIT FOR BRIEF IN OPPOSITION TO MOTIONS TO
DISMISS PROOFS OF CLAIM AND ADMINISTRATIVE EXPENSE MOTIONS**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

Certain groups of beneficial holders of bonds issued by the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) represented by Jones Day and White & Case LLP (the “ERS Bondholder Groups”), and The Bank of New York Mellon, as Fiscal Agent for the ERS bonds (the “Fiscal Agent” and, together with the ERS Bondholder Groups, the “Claimants”) hereby respectfully submit this *Consent Urgent Motion of Claimants for Leave to Exceed Page Limit for Brief in Opposition to Motions to Dismiss Proofs of Claim and Administrative Expense Motions* (the “Urgent Motion”). By this Urgent Motion, Claimants seek entry of an order, substantially in the form of Exhibit A, granting Claimants leave to file a joint brief of up to 115 pages in opposition to the motions to dismiss and related filings submitted by the Financial Oversight Management Board for Puerto Rico (“Oversight Board”), the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree Committee”), and the Official Committee of Unsecured Creditors (“Creditors Committee,” and, together with the Oversight Board, AAFAF, and the Retiree Committee, the “Objectors”). In support of this Urgent Motion, the Parties respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has subject matter jurisdiction pursuant to PROMESA §§ 106(a) and 306(a)(2) because this contested matter arises under PROMESA Title III and is related to the Title III cases of the Commonwealth and ERS.
2. Venue is appropriate in this District pursuant to PROMESA §§ 106(a) and 307, and 28 U.S.C. § 1391.

BACKGROUND

3. Paragraph I.E of the *Twelfth Amended Notice, Case Management and Administrative Procedures* provides that “[u]nless prior permission has been granted . . . memoranda of law in support of motions or Objections are limited to thirty-five (35) pages” ECF 13383 in Case No. 17-3283, at ¶ 1.E (“Case Management Procedures”).

4. On March 18, 2020, the Court entered an order establishing a schedule for litigation regarding proofs of claim and motions for allowance of administrative expense claims submitted by Claimants. ECF 12446 in Case No. 17-3283 (as amended by ECF 12901 in Case No. 17-3283) (the “Scheduling Order”). Among other things, the Scheduling Order established a briefing schedule for motions to dismiss that were expected to be filed by the Objectors. Pursuant to this schedule (as subsequently amended), any such motions to dismiss were due on May 6, 2020, and Claimants’ opposition briefs are due on June 17, 2020.

5. On May 5, 2020, the Oversight Board filed an urgent motion (with Claimants’ consent) seeking leave to exceed the 35-page limit contained in the Case Management Procedures and to file a motion to dismiss of up to 90 pages in length. ECF No. 13036 in Case No. 17-3283. On May 6, 2020, the Court granted the Oversight Board’s urgent motion. ECF No. 13043 in Case No. 17-3283.

6. Subsequently on May 6, 2020, the Oversight Board and the Retiree Committee each filed motions to dismiss Claimants’ proofs of claim and administrative expense motions, ECF Nos. 13054 and 13056 in Case No. 17-3283; AAFAF filed a statement in support of the motions to dismiss, ECF No. 13058 in Case No. 17-3283; and the Creditors Committee filed a joinder to the motions to dismiss, ECF No. 13059 in Case No. 17-3283 (collectively, the “Motions to Dismiss”).

7. The Motions to Dismiss total over 125 pages, and raise dozens of arguments for dismissal of the various legal theories and bases for Claimants' claims. Responding to the motions to dismiss requires Claimants both to address several overarching legal issues and to address many particularized arguments regarding the specific legal theories supporting Claimants' claims.

8. Although each of the members of the ERS Bondholder Groups and the Fiscal Agent could file an individual response to the Motions to Dismiss, the ERS Bondholder Groups and the Fiscal Agent have collaborated to produce a joint omnibus opposition brief from all Claimants.

9. Claimants have been working diligently to ensure that the opposition brief is as concise as possible. However, given the volume of the filings in the Motions to Dismiss and the number of issues at stake, Claimants require leave to exceed the 35 page limit set forth in the Case Management Procedures and to file a brief commensurate with the collective length of the Motions to Dismiss.

RELIEF REQUESTED

10. Claimants therefore respectfully request leave to exceed the 35 page limit set by the Case Management Procedures, and to file a joint opposition brief of not more than 115 pages (excluding the cover page, table of contents, table of authorities, signature pages, exhibits, and certificate of service).

11. Claimants have conferred with counsel for the Objectors, and all consent to the relief sought herein.

CERTIFICATION

12. Pursuant to Section I.H of the Case Management Procedures, undersigned counsel certifies that it engaged in reasonable, good faith communication with counsel to parties that may object. As required by Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certify that

counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the undersigned counsel have not created the urgency through lack of due diligence on their part.

13. The Objectors consent to the relief sought by this Urgent Motion.

NO PRIOR REQUEST

14. No prior request for the relief sought herein has been made to this or any other court.

In San Juan, Puerto Rico, today June 15, 2020.

/s/ Alfredo Fernández-Martínez

Alfredo Fernández-Martínez
DELGADO & FERNÁNDEZ, LLC
PO Box 11750
Fernández Juncos Station
San Juan, Puerto Rico 00910-1750
Tel. (787) 274-1414
Fax: (787) 764-8241
afernandez@delgadofernandez.com
USDC-PR 210511

/s/ Bruce Bennett

Bruce Bennett (*pro hac vice*)
JONES DAY
555 South Flower Street
Fiftieth Floor
Los Angeles, CA 90071
Tel. (213) 489-3939
Fax: (213) 243-2539
bbennett@jonesday.com

Benjamin Rosenblum (*pro hac vice*)
JONES DAY
250 Vesey Street
New York, New York 10281
Tel. (212) 326-3939
Fax: (212) 755-7306
brosenblum@jonesday.com

Geoffrey S. Stewart (*pro hac vice*)
Matthew E. Papez (*pro hac vice*)
Sparkle L. Sooknanan (*pro hac vice*)
JONES DAY
51 Louisiana Ave. N.W.
Washington, DC 20001
Tel. (202) 879-3435
Fax: (202) 626-1700
gstewart@jonesday.com
mpapez@jonesday.com
ssooknanan@jonesday.com

Counsel for Andalusian Global Designated Activity Company, Crown Managed Accounts for and on behalf of Crown/PW SP, Glendon Opportunities Fund, L.P., LMA SPC for and on behalf of Map 98 Segregated Portfolio, Mason Capital Master Fund L.P., Oaktree-Forrest Multi-Strategy, LLC (Series B), Oaktree Opportunities Fund IX, L.P., Oaktree Opportunities Fund IX (Parallel), L.P., Oaktree Opportunities Fund IX (Parallel 2), L.P., Oaktree Huntington Investment Fund II, L.P., Oaktree Opportunities Fund X, L.P., Oaktree Opportunities Fund X (Parallel), L.P., Oaktree Opportunities Fund X (Parallel 2), L.P., Oaktree Value Opportunities Fund Holdings, L.P., Oceana Master Fund Ltd., Ocher Rose, L.L.C., Pentwater Merger Arbitrage Master Fund Ltd., PWCM Master Fund Ltd., Redwood Master Fund, Ltd., and SV Credit, L.P.

/s/ Alicia I. Lavergne-Ramírez

José C. Sánchez-Castro
USDC-PR 213312
jsanchez@lsplawpr.com

Alicia I. Lavergne-Ramírez
USDC-PR 215112
alavergne@lsplawpr.com

SÁNCHEZ & PIRILLO LLC
270 Muñoz Rivera Avenue, Suite 1110
San Juan, PR 00918
Tel. (787) 522-6776
Fax: (787) 522-6777

/s/ Jason N. Zakia

John K. Cunningham (*pro hac vice*)
Glenn M. Kurtz (*pro hac vice*)
WHITE & CASE LLP
1221 Avenue of the Americas
New York, NY 10036
Tel. (212) 819-8200
Fax (212) 354-8113
gkurtz@whitecase.com
jcunningham@whitecase.com

Jason N. Zakia (*pro hac vice*)
Cheryl T. Sloane (*pro hac vice*)
Jesse L. Green (*pro hac vice*)
WHITE & CASE LLP
200 S. Biscayne Blvd., Suite 4900
Miami, FL 33131
Tel. (305) 371-2700
Fax (305) 358-5744
jzakia@whitecase.com

Counsel for Puerto Rico AAA Portfolio Bond Fund, Inc., Puerto Rico AAA Portfolio Bond Fund II, Inc., Puerto Rico AAA Portfolio Target Maturity Fund, Inc., Puerto Rico Fixed Income Fund, Inc., Puerto Rico Fixed Income Fund II, Inc., Puerto Rico Fixed Income Fund III, Inc., Puerto Rico Fixed Income Fund IV, Inc., Puerto Rico Fixed Income Fund V, Inc., Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc., Puerto Rico Investors Bond Fund I, Puerto Rico Investors Tax-Free Fund, Inc., Puerto Rico Investors Tax-Free Fund II, Inc., Puerto Rico Investors Tax-Free Fund III, Inc., Puerto Rico Investors Tax-Free Fund IV, Inc., Puerto Rico Investors Tax-Free Fund V, Inc., Puerto Rico Investors Tax-Free Fund VI, Inc., Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc., Tax-Free Puerto Rico Fund, Inc., Tax-Free Puerto Rico Fund II, Inc., and Tax-Free Puerto Rico Target Maturity Fund, Inc.

/s/ Albéniz Couret-Fuentes

Albéniz Couret-Fuentes
USDC-PR Bar No. 222207
SEPULVADO, MALDONADO &
COURET
304 Ponce de León Ave. – Suite 990
San Juan, PR 00918
Telephone: (787) 765-5656
Facsimile: (787) 294-0073
Email: acouret@smclawpr.com

/s/ Luke A. Sizemore

Eric A. Schaffer (*pro hac vice*)
Luke A. Sizemore (*pro hac vice*)
REED SMITH LLP
225 Fifth Avenue, Suite 1200
Pittsburgh, PA 15222
Telephone: (412) 288-3131
Facsimile: (412) 288-3063
Email: eschaffer@reedsmith.com
Email: lsizemore@reedsmith.com

C. Neil Gray (*pro hac vice*)
REED SMITH LLP
599 Lexington Avenue
New York, NY 10022
Telephone: (212) 521-5400
Facsimile: (212) 521-5450
Email: cgray@reedsmith.com

Counsel for The Bank of New York Mellon, as fiscal agent